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*Co-Counsel to the Investigation Committee of  
the Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

REVLON, INC., *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 22-10760 (DSJ)  
)  
) (Jointly Administered)  
)

**FIRST MONTHLY FEE STATEMENT OF ALAN GOVER FOR COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED  
AS ATTORNEY FOR THE DEBTORS AND DEBTORS IN POSSESSION  
FROM JUNE 15, 2022 THROUGH AUGUST 31, 2022**

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<sup>1</sup> The last four digits of Debtor Revlon, Inc.'s tax identification number are 2955. Due to the large number of debtor entities in these Chapter 11 Cases, for which the Court has granted joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/Revlon>. The location of the Debtors' service address for purposes of these Chapter 11 Cases is: One New York Plaza, New York, NY 10004.

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|--|--|
| Name of Applicant:   | Alan Gover   |
| Authorized to Provide Professional Services to:            | Debtors and Debtors in Possession, as Counsel to the Investigation Committee |
| Date of Retention:   | July 21, 2022, <i>nunc pro tunc</i> to June 15, 2022                         |
| Period for which compensation and reimbursement is sought: | June 15, 2022 through August 31, 2022  |
| Monthly Fees Incurred:                                     | \$194,880.00   |
| 20% Holdback:  | (\$38,976.00)  |
| Total Compensation Less 20% Holdback:                      | \$155,904.00   |
| Monthly Expenses Incurred:                                 | \$0.00   |
| Total Fees and Expenses Due:                               | \$155,904.00   |

This is a:   X   monthly        interim        final application

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Alan Gover as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [ECF No. 254] (the “Retention Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [ECF No. 259] (the “Interim Compensation Order”),<sup>2</sup> Alan Gover (“Mr. Gover”), co-counsel for the Investigation Committee of the Board of Directors of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby submits this first monthly

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<sup>2</sup> Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order

fee statement (the “First Monthly Fee Statement”), seeking compensation for services rendered for the period from June 15, 2022 through August 31, 2022 (the “First Monthly Fee Period”). By this First Monthly Fee Statement, Mr. Gover seeks payment in the amount of \$155,904.00, which represents eighty percent (80%) of the total amount of compensation sought for actual and necessary services rendered during the First Monthly Fee Period. Mr. Gover is not seeking reimbursement of any actual and necessary expenses incurred in the First Monthly Fee Period.

### **Services Rendered and Expenses Incurred**

1. Attached as **Exhibit A** is a summary setting forth Mr. Gover’s (i) name and title, (ii) aggregate hours spent, (iii) hourly billing rate at current billing rates, (iv) amount of fees incurred, and (v) the year of bar admission.

2. Attached as **Exhibit B** is a summary of the services rendered and compensation sought, by project category, for the First Monthly Fee Period.

3. Attached as **Exhibit C** is itemized time detail of Mr. Gover’s time entries for the First Monthly Fee Period and summary materials related thereto.

### **Notice and Objection Procedures**

4. Notice of this First Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Revlon, Inc., One New York Plaza, New York, NY 10014, Attention: Andrew Kidd, Esq.; (ii) Debtors’ Counsel, Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, NY, 10019, Attention: Robert A. Britton, Esq.; (iii) the Office of the United States Trustee Region 2, 201 Varick Street, Suite 1006, New York, NY 10014 Attention: Brian Masumoto, Esq.; (iv) counsel to the Official Committee of Unsecured Creditors, Brown Rudnick LLP, 7 Times Square, New York, NY 10036, Attention: Robert J. Stark, Esq. and Bennett S. Silverberg, Esq.; (v) counsel to the ad hoc

group of term lenders, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attention: Eli J. Vonnegut, Esq.

5. Objections to this First Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **15 days after filing of a Fee Statement** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

6. If no objections to this First Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

7. If an objection to this First Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this First Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration by the Court at the next interim fee application hearing.

Respectfully submitted,

New York, New York  
Dated: September 20, 2022

/s/ Alan S. Gover

Alan S. Gover, Esq.  
c/o Petrillo Klein & Boxer LLP  
655 Third Avenue  
22nd Floor  
New York, NY 10017  
Telephone: (917) 359-6875

*Co-Counsel to the Investigation Committee of  
the Debtors and Debtors in Possession*

**EXHIBIT A**

SUMMARY OF COMPENSATION BY PROFESSIONAL FOR SERVICES RENDERED FOR  
THE PERIOD OF JUNE 15, 2022 THROUGH AUGUST 31, 2022

| <b>Professional</b> | <b>Title</b> | <b>Year<br/>Admitted</b> | <b>Total<br/>Billed<br/>Hours</b> | <b>Hourly<br/>Billing<br/>Rate (\$)</b> | <b>Total<br/>Compensation<br/>(\$)</b> |
|---------------------|--------------|--------------------------|-----------------------------------|---|--|
| Alan Gover          | Partner      | 1973                     | 134.4                             | \$1,450.00                              | \$194,880.00                           |
| <b>Total</b>        |              |                          | <b>134.4</b>                      |   | <b>\$194,880.00</b>                    |

**EXHIBIT B**

SUMMARY OF COMPENSATION BY PROJECT CATEGORY FOR SERVICES  
RENDERED FOR THE PERIOD OF JUNE 15, 2022 THROUGH AUGUST 31, 2022

| <b>Project Category</b>     | <b>Total Hours</b> | <b>Total Fees (\$)</b> |
|-----------------------------|--------------------|------------------------|
| Asset Analysis & Recovery   | 129.8              | \$188,210.00           |
| Fee/Employment Applications | 4.6                | \$6,670.00             |
| <b>Total</b>                | <b>134.4</b>       | <b>\$194,880.00</b>    |

**EXHIBIT C**

ITEMIZED TIME DETAIL FOR SERVICES RENDERED FOR THE PERIOD OF JUNE 15,  
2022 THROUGH AUGUST 31, 2022

**Alan Gover**

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Invoice submitted to:  
Revlon  
Andrew Kidd  
Executive Vice President & General Counsel  
One New York Plaza  
New York, NY 10004

September 16, 2022

In Reference To Asset Analysis and Recovery

Invoice #10000

Professional Services

|           |    | <u>Hrs/Rate</u>  | <u>Amount</u>                   |
|-----------|----|--|---------------------------------|
| 6/16/2022 | AG | Preparing privileged briefing materials for DJ Baker (4.0); communications with G. Petrillo re legal framework and consultant (0.2).   | 4.20<br>1,450.00/hr<br>6,090.00 |
| 6/17/2022 | AG | Communications with G. Petrillo regarding financial metrics analysis.  | 0.10<br>1,450.00/hr<br>145.00   |
| 6/18/2022 | AG | Legal research regarding corporate governance (1.5); communications with G. Petrillo related to investigation planning (0.4).  | 1.90<br>1,450.00/hr<br>2,755.00 |
| 6/19/2022 | AG | Continued development of privileged briefing materials for DJ Baker (2.5); Communications with G. Petrillo re AG summary memo (0.2).   | 2.70<br>1,450.00/hr<br>3,915.00 |
| 6/20/2022 | AG | Calls with G. Petrillo re Client communications (0.2); review and respond to emails from G. Petrillo (0.2).  | 0.40<br>1,450.00/hr<br>580.00   |
| 6/22/2022 | AG | Privileged T/c with D.J. Baker (.7); legal research on governance and duties (2.5); call with G. Petrillo re filing (0.1).   | 3.30<br>1,450.00/hr<br>4,785.00 |
| 6/23/2022 | AG | T/c with PKB re investigation plan (.8); communications with G. Petrillo regarding same (0.1).   | 0.90<br>1,450.00/hr<br>1,305.00 |
| 6/24/2022 | AG | Fact research on relevant Company and market issues (1.5).   | 1.50<br>1,450.00/hr<br>2,175.00 |
| 6/25/2022 | AG | Legal research and applied analysis on board and officer duties (3.0); Emails with G. Petrillo re legal research (0.1); communications with CK regarding legal research (0.2). | 3.30<br>1,450.00/hr<br>4,785.00 |
| 6/26/2022 | AG | Communications with G. Petrillo re legal research.   | 0.10<br>1,450.00/hr<br>145.00   |

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|           |    |  | <u>Hrs/Rate</u>     | <u>Amount</u> |
|-----------|----|--|---------------------|---------------|
| 6/27/2022 | AG | T/c with possible financial advisor (0.3); privileged t/c with DJ Baker (0.4); team discussion (DJ Baker, G. Petrillo, J. Klein) re issues and related planning (1.3); follow-up analysis (.4); emails with G. Petrillo re same (0.2). | 2.60<br>1,450.00/hr | 3,770.00      |
| 6/28/2022 | AG | Call with J. Klein re investigation planning (0.2);  | 0.20<br>1,450.00/hr | 290.00        |
| 7/2/2022  | AG | Study of academic and other third-party assessments of the Company.  | 4.00<br>1,450.00/hr | 5,800.00      |
| 7/6/2022  | AG | Developing certain legal analyses re duties (2.5).   | 2.50<br>1,450.00/hr | 3,625.00      |
| 7/12/2022 | AG | Issue analysis as related to Company financings (1.0); confer with PG Morales regarding investigation work product (0.2).  | 1.20<br>1,450.00/hr | 1,740.00      |
| 7/14/2022 | AG | Issue meeting with co-counsel (2.5); orientation session with Proposed Financial Advisors (1.0).   | 3.50<br>1,450.00/hr | 5,075.00      |
| 7/15/2022 | AG | Study of recent Chapter 11 case (0.5); privileged briefing DJ Baker (0.5); review of filing by party in interest (0.3).  | 1.30<br>1,450.00/hr | 1,885.00      |
| 7/16/2022 | AG | FASB-related research (1.5).   | 1.50<br>1,450.00/hr | 2,175.00      |
| 7/18/2022 | AG | Process planning (1.5).  | 1.50<br>1,450.00/hr | 2,175.00      |
| 7/20/2022 | AG | Study of Company corporate records (1.0); call with J. Klein re case planning (0.8).   | 1.80<br>1,450.00/hr | 2,610.00      |
| 7/21/2022 | AG | Reviewing relevant case filings and certain other post-petition matters (1.0); call with J. Klein re hearing (0.3).  | 1.30<br>1,450.00/hr | 1,885.00      |
| 7/23/2022 | AG | Research and study of Del. corporate law precedent (2.5).  | 2.50<br>1,450.00/hr | 3,625.00      |
| 7/24/2022 | AG | Working on transaction analysis and investigation planning.  | 2.00<br>1,450.00/hr | 2,900.00      |
| 7/25/2022 | AG | Privileged briefing of DJ Baker.   | 0.50<br>1,450.00/hr | 725.00        |
| 7/27/2022 | AG | Study of Company corporate records (1.5); correspondence with CK and PKB Team re DIP hearing (0.2); call with JK regarding various issues including planning and Teneo onboarding (1.3).   | 3.00<br>1,450.00/hr | 4,350.00      |
| 7/28/2022 | AG | Privileged briefing of DJ Baker (0.5); call with J. Klein re case planning (0.6); correspond with PKB team re DIP hearing (0.2).   | 1.30<br>1,450.00/hr | 1,885.00      |

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|           |    |  | <u>Hrs/Rate</u>     | <u>Amount</u> |
|-----------|----|--|---------------------|---------------|
| 7/29/2022 | AG | Privileged consultation with DJ Baker (0.5); observing DIP hearing (4.5).  | 5.00<br>1,450.00/hr | 7,250.00      |
| 7/30/2022 | AG | Preparing a detailed analytical outline with related legal research.   | 4.00<br>1,450.00/hr | 5,800.00      |
| 7/31/2022 | AG | Privileged telephone call with DJ Baker (0.5); conferring with G. Petrillo and J. Klein re discovery (1.1).  | 1.60<br>1,450.00/hr | 2,320.00      |
| 8/1/2022  | AG | Observing Court's DIP hearing ruling (0.7); related analysis (0.5); privileged telephone call DJ Baker (0.5). Telephone call with Robert Stark re case cooperation (0.4); prep for Teneo meeting (1.0).          | 3.10<br>1,450.00/hr | 4,495.00      |
| 8/2/2022  | AG | Developing approach to coordination with UCC (1.0); meeting with Teneo team (2.0); consulting with DJ Baker (0.5); planning discussion with J. Klein (0.5).  | 4.00<br>1,450.00/hr | 5,800.00      |
| 8/3/2022  | AG | Briefing UCC advisory team (1.0); privileged telephone call with DJ Baker (0.5); telephone call with J. Klein re discovery coordination (1.1).   | 2.60<br>1,450.00/hr | 3,770.00      |
| 8/4/2022  | AG | Telephone call with Basta, Eaton and Clayton re investigation (0.7); privileged telephone call with DJ Baker and J. Klein (1.0); legal research on solvency issues (2.5).  | 4.20<br>1,450.00/hr | 6,090.00      |
| 8/5/2022  | AG | Privileged telephone call with DJ Baker (1.0); project planning (1.0).   | 2.00<br>1,450.00/hr | 2,900.00      |
| 8/6/2022  | AG | Privileged telephone call with DJ Baker (1.0); telephone call with G. Petrillo and J. Klein re discovery and case analysis (1.5); planning investigative process (1.0).  | 3.50<br>1,450.00/hr | 5,075.00      |
| 8/7/2022  | AG | Telephone call with G. Petrillo and J. Klein re project planning (1.6); research re Company background (2.3); research on Del corporate law (0.5).   | 4.40<br>1,450.00/hr | 6,380.00      |
| 8/8/2022  | AG | Privileged telephone call with DJ Baker (0.5); telephone call with Teneo team re assignment (0.6); fact/background research on Company (1.0).  | 2.10<br>1,450.00/hr | 3,045.00      |
| 8/10/2022 | AG | Review of UCC discovery requests (1.0); working on case analysis issues (2.5); review of ad hoc parties' motion to form an equity committee (0.4). T/c with G. Petrillo re planning investigative process (0.2). | 4.10<br>1,450.00/hr | 5,945.00      |
| 8/11/2022 | AG | Telephone call with Basta, Eaton and Clayton re investigation (1.0); related privileged telephone call with DJ Baker (0.5). Call with J. Klein re investigation planning (0.7).                                  | 2.20<br>1,450.00/hr | 3,190.00      |
| 8/12/2022 | AG | Telephone call with G. Petrillo and J. Klein re investigation planning (0.5).  | 0.50<br>1,450.00/hr | 725.00        |

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|   |    |   | <u>Hrs/Rate</u>     | <u>Amount</u>       |
|---|----|---|---------------------|---------------------|
| 8/14/2022                                 | AG | Study of Company files (2.0); privileged telephone call with DJ Baker (0.5).  | 2.50<br>1,450.00/hr | 3,625.00            |
| 8/17/2022                                 | AG | Planning meeting with G. Petrillo and J. Klein.   | 1.40<br>1,450.00/hr | 2,030.00            |
| 8/18/2022                                 | AG | Privileged telephone call with DJ Baker (0.5).  | 0.50<br>1,450.00/hr | 725.00              |
| 8/19/2022                                 | AG | Background interview with industry expert (3.0); related analysis and briefing (2.5); communications with G. Petrillo re investigation planning (0.2).                  | 5.70<br>1,450.00/hr | 8,265.00            |
| 8/20/2022                                 | AG | Study of Company financings.  | 4.00<br>1,450.00/hr | 5,800.00            |
| 8/22/2022                                 | AG | Fact research regarding inside parties.   | 2.50<br>1,450.00/hr | 3,625.00            |
| 8/23/2022                                 | AG | Review ad hoc equity motion for committee, responses thereto, and related analysis.   | 1.50<br>1,450.00/hr | 2,175.00            |
| 8/24/2022                                 | AG | Observing court hearing on ad hoc motion (2.0); related discussion with DJ Baker and J. Klein (0.5); investigation strategy call with J. Klein (1.0).                   | 3.50<br>1,450.00/hr | 5,075.00            |
| 8/25/2022                                 | AG | Privileged telephone call with DJ Baker (0.5); project planning conference with Teneo team (1.0); follow-up call with G. Petrillo and J. Klein (0.2).                   | 1.70<br>1,450.00/hr | 2,465.00            |
| 8/26/2022                                 | AG | Privileged telephone call with DJ Baker (1.3); framing certain legal questions (2.0); discussion with G. Petrillo regarding factual development of investigation (0.4). | 3.70<br>1,450.00/hr | 5,365.00            |
| 8/29/2022                                 | AG | Research Company and public record re related party transactions.   | 5.00<br>1,450.00/hr | 7,250.00            |
| 8/30/2022                                 | AG | Continued research of Company and public record re related party transactions (3.5); communications with G. Petrillo and J. Klein regarding interview prep (0.1).       | 3.60<br>1,450.00/hr | 5,220.00            |
| 8/31/2022                                 | AG | Privileged telephone call with DJ Baker (1.0); case planning telephone call with G. Petrillo (0.6); coordinating Teneo data base development (0.2).                     | 1.80<br>1,450.00/hr | 2,610.00            |
| <b>For professional services rendered</b> |    |   | <b>129.80</b>       | <b>\$188,210.00</b> |
| Balance due                               |    |   |                     | <u>\$188,210.00</u> |

**Alan Gover**

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Invoice submitted to:  
Revlon  
Andrew Kidd  
Executive Vice President & General Counsel  
One New York Plaza  
New York, NY 10004

September 16, 2022

In Reference To Fee/Employment Applications

Invoice #10001

Professional Services

|           |  | <u>Hrs/Rate</u>     | <u>Amount</u> |
|-----------|--|---------------------|---------------|
| 6/23/2022 | AG Coordinating possible financial advisor retention (.5).   | 0.50<br>1,450.00/hr | 725.00        |
| 6/28/2022 | AG T/c's with possible financial advisors (0.5).   | 0.50<br>1,450.00/hr | 725.00        |
| 6/30/2022 | AG Call with G. Petrillo re financial advisors.  | 0.20<br>1,450.00/hr | 290.00        |
| 7/5/2022  | AG Call with G. Petrillo, J. Klein and client regarding retention application.   | 0.50<br>1,450.00/hr | 725.00        |
| 7/6/2022  | AG Call with J. Klein and J. Goldin re retention of professionals.   | 0.50<br>1,450.00/hr | 725.00        |
| 7/7/2022  | AG Call with J. Klein re Client retention of professionals.  | 0.60<br>1,450.00/hr | 870.00        |
| 7/8/2022  | AG Call with G. Petrillo and Paul Weiss re Client retention of professionals.  | 0.30<br>1,450.00/hr | 435.00        |
| 7/10/2022 | AG Confer with G. Petrillo re retention of professionals.  | 0.10<br>1,450.00/hr | 145.00        |
| 7/11/2022 | AG Emails with G. Petrillo re retention of professionals (0.1). Call with J. Klein re retention of professionals (0.2) and later with C. Karam and J. Klein re same (0.3). | 0.60<br>1,450.00/hr | 870.00        |
| 7/17/2022 | AG Emails with J. Klein regarding retention of professionals (0.2).  | 0.20<br>1,450.00/hr | 290.00        |
| 7/18/2022 | AG Call with J. Klein re Teneo.  | 0.60<br>1,450.00/hr | 870.00        |

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|   | <u>Hours</u> | <u>Amount</u>     |
|---|--------------|-------------------|
| <b>For professional services rendered</b> | <b>4.60</b>  | <b>\$6,670.00</b> |
| Balance due                               |              | <u>\$6,670.00</u> |